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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11 Case No. 08-13555
	: (JMP)
LEHMAN BROTHERS HOLDINGS INC., et al.	:
	: (Jointly Administered)
Debtors.	:
	:
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**SEVENTH AMENDED VERIFIED STATEMENT OF
DAVIS POLK & WARDWELL LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019(a)**

Davis Polk & Wardwell LLP (“**Davis Polk**”) hereby submits this amended verified statement (the “**Amended Verified Statement**”) pursuant to Federal Rule of Bankruptcy Procedure 2019(a) in connection with the above-captioned chapter 11 cases (the “**Cases**”) of Lehman Brothers Holdings Inc. and its debtor affiliates (together, the “**Debtors**”) and respectfully states as follows:

1. Davis Polk represents in the Cases the creditors listed on Exhibit A hereto and certain other entities that are creditors of one or more of the Debtors (together, the “**Represented Parties**”). Those Represented Parties that are not listed on Exhibit A include entities that have not yet determined to appear in the Cases and/or have sought from Davis Polk general advice regarding the Cases. Davis Polk will supplement this statement as necessary.

2. Each of the Represented Parties may hold, whether directly or indirectly, claims against and/or interests in certain of the Debtors arising out of agreements with certain of the Debtors, in law or equity. The specific nature and amount of these claims and/or interests have not yet been finally determined and may be set forth in proofs of claim or interest filed or to be filed in the Cases.

3. Each of the Represented Parties separately requested that Davis Polk represent them in connection with the Cases.

4. Davis Polk has provided, and may continue to provide, certain legal services to certain of the Debtors. With respect to these services, Davis Polk has prepetition and may have post-petition claims against the Debtors. Davis Polk has not purchased, sold or otherwise transferred any claims against the Debtors.

5. The undersigned hereby certifies that this Amended Verified Statement is true and accurate, to the best of the undersigned's knowledge and belief. Davis Polk reserves the right to revise and supplement this statement.

Dated: New York, New York
June 7, 2011

DAVIS POLK & WARDWELL LLP

By: /s/ James I. McClammy
Thomas P. Ogden
Marshall S. Huebner
Benjamin S. Kaminetzky
James I. McClammy

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EXHIBIT A

1. The Joint Administrators of the
Lehman European Group Administration Companies¹
Level 23
25 Canada Square
London E14 5LQ
United Kingdom
2. Natixis ABM LLC
1251 Avenue of the Americas, 34th Floor
New York, New York 10020
United States of America
3. Natixis Securities
47 quai d'Austerlitz
75648 Paris cedex 13
France
4. Banque Privée 1818
50 Avenue Montaigne
75008, Paris
France
5. Assurances Banque Populaire Vie
115 rue Réaumur
CS 40230 – 75086
PARIS CEDEX 02
France
6. Natixis
30, avenue Pierre Mendes-France
75013 Paris
France
7. Natixis Bleichroeder Inc.
810 Seventh Avenue, 18th Floor
New York, NY 10019
United States of America

¹ The Lehman European Group Administration Companies include Lehman Brothers International (Europe) and the other Lehman group companies in insolvency proceedings (including liquidation) in the UK over which partners of PricewaterhouseCoopers LLP are appointed as administrators or liquidators.

8. Natixis Financial Products Inc.
9 West 57th Street, 15th Floor
New York, NY 10019
United States of America
9. Legal & General Finance Plc
One Coleman Street
London, EC2R 5AA
United Kingdom
10. Legal & General Protected Investments Plc
1 Grand Canal Square
Grand Canal Harbour
Dublin 2
Ireland
11. Mediolanum International Life Limited
Block B Iona Building
Shelbourne Road
Dublin 4
Ireland
12. EKT Holding AG
Bahnhofstrasse 37
CH – 9320 Arbon
Switzerland
13. Banque de Luxembourg
14 Boulevard Royal
L-2449 Luxembourg
Grand Duchy of Luxembourg
14. Lupus alpha Kapitalanlagegesellschaft mbH
Speicherstraße 49-51
60327 Frankfurt am Main
Germany
15. ICICI Bank Limited
ICICI Bank Towers
Bandra Kurla Complex
Mumbai-400051
India

16. International Finance Corporation
2121 Pennsylvania Avenue, N.W.
Washington, D.C. 20433
United States of America
17. Bank Julius Baer & Co. Ltd.
Bahnhofstrasse 36
8001 Zürich
Switzerland
18. Appleby Trust (Jersey) Limited
as Trustee of the Diageo No. Employees' Benefit Trust
P.O. Box 207
St. Helier, Jersey, C.I.
JE1 1BD
19. International Bank for Reconstruction and Development
1818 H Street, N.W., MSN MC7-706
Washington, DC 20433
United States of America
20. Silver Point Capital Offshore Fund, Ltd.
Two Greenwich Plaza, First Floor
Greenwich, CT 06830
United States of America
21. Silver Point Capital Fund, Ltd.
Two Greenwich Plaza, First Floor
Greenwich, CT 06830
United States of America
22. Sovereign Bank FSB
Mail Code: 20-536-CO1
Lancaster Avenue & Sproul Road
Villanova, Pennsylvania 19085
United States of America
23. Bank Leumi le-Israel B.M.
45 Yehuda Halevi Street
Tel Aviv
Israel
24. Ford Credit Auto Owner Trust 2007-B
c/o Ford Motor Credit Company LLC,
as Administrator on behalf of Ford Credit Auto Owner Trust 2007-B

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